

RECORDATION NO. 28074-15 FILED

NOV 04 '09 -11 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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November 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Trinity Rail Leasing VII

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment and Assumption Agreement, dated as of November 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document assigns the leases covering the 2529 railcars identified in the Bill of Sale being filed with the Board under Recordation Number 28074-C.

The names and addresses of the parties to the enclosed document are:

Assignee: Trinity Rail Leasing VII LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Assignor: Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, Texas 75207

A description of the railroad equipment covered by the enclosed document
is:

Leases covering 2,529 railcars:

NKCR 3501 - NKCR 3530
NKCR 3681 - NKCR 3815
RPNX 60001 - RPNX 60006
TCPX 70000 - TCPX 70099
TILX 770 - TILX 799
TILX 24001 - TILX 24152 (not inclusive)
TILX 30133 - TILX 30137
TILX 34583 - TILX 34602
TILX 44096 - TILX 44180
TILX 44542 - TILX 44581
TILX 54505 - TILX 54611
TILX 54762 - TILX 54989
TILX 56138 - TILX 56385 (not inclusive)
TILX 100820 - TILX 100823
TILX 110472 - TILX 110476
TILX 120036 - TILX 120042
TILX 160621 - TILX 160720
TILX 180131 - TILX 180145
TILX 191385 - TILX 191393 (not inclusive)
TILX 194360 - TILX 194487 (not inclusive)
TILX 196895 - TILX 196994
TILX 197420 - TILX 197437
TILX 197442 - TILX 197452
TILX 198743 - TILX 198929
TILX 198932 - TILX 199359 (not inclusive)
TILX 200859 - TILX 200881
TILX 200917 - TILX 200919
TILX 201264 - TILX 201451 (not inclusive)
TILX 210112
TILX 253365 - TILX 253376
TILX 253437 - TILX 253466
TILX 253476 - TILX 253924 (not inclusive)
TILX 261531
TILX 261679 - TILX 262407 (not inclusive)
TILX 262420 - TILX 262478
TILX 262480 - TILX 262733 (not inclusive)
TILX 262737 - TILX 262775
TILX 262972 - TILX 262978
TILX 303409 - TILX 303444 (not inclusive)

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TILX 303852 - TILX 303888
TILX 304001 - TILX 304013
TILX 400717 - TILX 400726
TILX 401201 - TILX 401207
TILX 401422 - TILX 401487 (not inclusive)
TILX 517085 - TILX 517181 (not inclusive)
TILX 570001 - TILX 570085
TILX 600005 - TILX 600134
TILX 600215 - TILX 600234
TILX 600295 - TILX 600334
TILX 640848 - TILX 640862
TILX 641178 - TILX 641247
TILX 641349 - TILX 641512 (not inclusive)
TILX 642057 - TILX 642217 (not inclusive)

A short summary of the document to appear in the index is:

Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

NOV 04 '09 -11 00 AM

ASSIGNMENT AND ASSUMPTIONSURFACE TRANSPORTATION BOARD

TRINITY RAIL LEASING WAREHOUSE TRUST, a Delaware statutory trust (the "Assignor"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, hereby transfers, assigns and otherwise conveys and grants to TRINITY RAIL LEASING VII LLC, a Delaware limited liability company (the "LLC"), and the LLC hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Leases set forth on Schedule I hereto (the "Leases"), any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Purchase and Contribution Agreement, dated as of November 5, 2009, by and among the Assignor, Trinity Industries Leasing Company and the LLC (the "Agreement").

The Assignor hereby warrants to the LLC and its successors and assigns that at the time of assignment of the Leases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Leases free and clear of all Liens (other than subleases of the Leases as expressly permitted by the Agreement and other than Permitted Encumbrances), and the Assignor covenants that it will defend forever such title to the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Encumbrances) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Leases by the Assignor hereunder. Notwithstanding the provisions above and its and the LLC's intent that the Assignor transfer, assign and otherwise convey and grant to the LLC all right, title and interest of the Assignor in the Leases, as a precaution only, in the event of any challenge to this Assignment as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the LLC a security interest in the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this Assignment is other than a transfer, assignment and otherwise conveyance and grant to the LLC of all right, title and interest of the Assignor in the Leases.

The LLC hereby assumes, and agrees it is unconditionally bound in respect of, as of the Closing Date, all duties and obligations of the Assignor under the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in Appendix A to the Indenture, dated as of November 5, 2009, by and between the Buyer and Wilmington Trust Company.

This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York, including, without limitation, Section 5-1401 and Section 5-1402 of the New York General Obligations Law but otherwise without regard to conflict of laws principles.

This Assignment and Assumption shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in

the other Operative Agreements, no party hereto may assign their interests herein without the consent of the parties hereto.

The Assignor will duly execute and deliver to the LLC such further documents and assurances and take such further action as the LLC may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and purpose of this Assignment and Assumption and to establish and protect the rights and remedies created or intended to be created in favor of the LLC hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be
duly executed on the 5 day of November, 2009.

TRINITY RAIL LEASING WAREHOUSE TRUST

By: 

Name: James E. Perry

Title: Vice President, Treasurer and
Assistant Secretary

TRINITY RAIL LEASING VII LLC,

By: TRINITY INDUSTRIES LEASING
COMPANY, as sole member and manager

By: 

Name: James E. Perry

Title: Vice President, Treasurer and
Assistant Secretary

SCHEDULE I

1. One hundred fifty (150) units identified with marks TILX 198760 – 198909 leased pursuant to Rider Fifty (51) to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
2. One hundred fifty (150) units identified with marks TILX 641349 – 341350, TILX 641352 – 341354, TILX 641363, TILX 641368, TILX 641374, TILX 641378, TILX 641382, TILX 641394, TILX 641403, TILX 641407, TILX 641411 – 641412, TILX 641416 – 641418, TILX 641421 – 641422, TILX 641427, TILX 641433, TILX 641444 – 641445, TILX 641451, TILX 641456, TILX 641471, TILX 641474, TILX 641478 – 641484, TILX 641487 – 6416488, TILX 641508, TILX 641510, TILX 641512, TILX 642057, TILX 642059, TILX 642062, TILX 642064 – 642065, TILX 642067 – 642068, TILX 642078, TILX 642081 – 642083, TILX 642085, TILX 642087, TILX 642087, TILX 642091, TILX 642093 – 642094, TILX 642099 – 642101, TILX 642105, TILX 642108, TILX 642111, TILX 642113, TILX 642115, TILX 642117, TILX 642119 – 642121, TILX 642123 – 642124, TILX 642126, TILX 642130 – 642133, TILX 642137 – 642141, TILX 642144 – 642145, TILX 642147 – 642148, TILX 642150 – 642154, TILX 642156 – 642168, and TILX 642170 -642217 leased pursuant to Rider Fifty-five (55) to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
3. One hundred twenty-nine (129) units identified with marks TILX 196895 – 196994, TILX 197420 – 197437, and TILX 197442 – 197452 leased pursuant Rider Fifty-seven (57) to that certain Railroad Car Lease Agreement dated July 10, 1989 between Trinity Industries Leasing Company and ADM Transportation Company.
4. One hundred seven (107) units identified with marks TILX 54505 – 54611 leased pursuant to Rider Fifteen (15) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
5. Two hundred twenty-eight (228) units identified with marks TILX 54762 -54989 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing Inc.
6. Fifteen (15) units identified with marks TILX 401473 – 401487 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 11, 2008 between Trinity Industries Leasing Company and Akzo Nobel Chemicals Inc.
7. Fifteen (15) units identified with marks TILX 180131 – 180145 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated August 11, 2008 between Trinity Industries Leasing Company and Akzo Nobel Chemicals Inc.
8. Four (4) units identified with marks TILX 517085, TILX 517109, TILX 517168, and TILX 517181 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated April 4, 2006 between Trinity Industries Leasing Company and American Ecology Corporation.

9. Fourteen (14) units identified with marks TILX 401448 – 401455 and TILX 401458 – 401463 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Arkema Inc.
10. Eleven (11) units identified with marks TILX 401434 – 401435, TILX 401437 – 401438, TILX 401440 – 401444, and TILX 401446 – 401447 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Arkema Inc.
11. One (1) unit identified with the mark TILX 210112 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated March 24, 2008 between Trinity Industries Leasing Company and Baker Petrolite Corporation.
12. Twenty (20) units identified with marks TILX 253700 – 253702, TILX 253704 – 253707, TILX 253710 – 253713, TILX 253715, TILX 253717 – 253719, TILX 253721, TILX 253723, TILX 253725, TILX 253729, and TILX 253730 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated June 4, 2001 between Trinity Industries Leasing Company and BP Amoco Chemical Company.
13. One (1) unit identified with the mark TILX 261531 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 16, 2006 between Trinity Industries Leasing Company and Bruce Foods Corporation.
14. Two (2) units identified with marks TILX 261904 – 261905 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated January 16, 2006 between Trinity Industries Leasing Company and Bruce Foods Corporation.
15. One hundred thirty-five (135) units identified with marks TILX 198743 – 198759, TILX 198910 – 198929, TILX 198932 – 198933, TILX 198936 – 198937, TILX 198946 – 198947, TILX 198951 – 198959, TILX 198961, TILX 198963 – 198975, TILX 198977, TILX 198979 – 198984, TILX 198986, TILX 198991, TILX 199010, TILX 199021, TILX 199023, TILX 199028, TILX 199040, TILX 199062, TILX 199065, TILX 199070 – 199071, TILX 199074 – 199078, TILX 199080 – 199082, TILX 199084 – 199085, TILX 199087 – 199101, TILX 199103 – 199113, TILX 199115 – 199118, TILX 199121 – 199124, TILX 199126, TILX 199133, TILX 199139, TILX 199320, TILX 199335, and TILX 199358 – 199359 leased pursuant to Rider Seventy (70) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill Inc.
16. Eighty-five (85) units identified with marks TILX 570001 – 570085 leased pursuant to Rider Seventy-two (72) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill Inc.
17. Two (2) units identified with marks TILX 261902 -261903 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated April 24, 2007 between Trinity Industries Leasing Company and Chemical Process Solutions Ltd.

18. Seventy (70) units identified with marks TILX 641178 – 641247 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated November 13, 2002 between Trinity Industries Leasing Company and CHS Inc.
19. Six (6) units identified with marks TILX 262747 – 262752 leased pursuant to Rider Fourteen (14) to that certain Railroad Car Lease Agreement dated June 1, 2000 between Trinity Industries Leasing Company and ConocoPhillips Company.
20. Ten (10) units identified with marks TILX 262737 – 262746 leased pursuant to Rider Fifteen (15) to that certain Railroad Car Lease Agreement dated June 1, 2000 between Trinity Industries Leasing Company and ConocoPhillips Company.
21. One (1) unit identified with the mark TILX 253437 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 7, 2008 between Trinity Industries Leasing Company and Divers Processing Co. Inc.
22. Twenty (20) units identified with marks TILX 600215 – 600234 leased pursuant to Rider Sixteen (16) to that certain Railroad Car Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E. I. DuPont de Nemours and Company.
23. Eleven (11) units identified with marks TILX 401422 – 401432 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E. I. DuPont de Nemours and Company.
24. Three (3) units identified with marks TILX 401470 – 401472 leased pursuant to Rider Nineteen (19) to that certain Railroad Car Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E. I. DuPont de Nemours and Company.
25. Eight (8) units identified with marks TILX 401456 – 401457 and TILX 401464 – 401469 leased pursuant Rider Twenty (20) to that certain Railroad Car Lease Agreement dated May 1, 2009 between Trinity Industries Leasing Company and E. I. DuPont de Nemours and Company.
26. Twenty (20) units identified with marks TILX 34583 – 34602 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated May 16, 1991 between Trinity Industries Leasing Company and EKA Chemicals Inc.
27. Six (6) units identified with marks TILX 194480 – 194485 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated July 12, 2006 between Trinity Industries Leasing Company and Enoco, LLC.
28. One hundred thirty (130) units identified with marks TILX 600005 – 600134 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity Industries Leasing Company and Equa-Chlor, LLC.
29. Four (4) units identified with marks TILX 262660, TILX 262692, TILX 262716 and TILX 262733 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement

dated June 15, 2005 between Trinity Industries Leasing Company and GEO Specialty Chemicals, Inc.

30. Twelve (12) units identified with marks TILX 253365 – 253376 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated November 21, 2001 between Trinity Industries Leasing Company and Griffin Industries.

31. One (1) unit identified with the mark TILX 261906 leased pursuant to Rider One (1) of that certain Railroad Car Lease Agreement dated January 15, 2008 between Trinity Industries Leasing Company and Hazel Day Raspberry dba Zia Processing Company.

32. Twelve (12) units identified with marks TILX 262480, TILX 262493, TILX 262495 – 262497, TILX 262506 – 262507, TILX 262509 – 262512 and TILX 262514 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 9, 2008 between Trinity Industries Leasing Company and Helm U.S. Corporation.

33. Twelve (12) units identified with marks TILX 252438, TILX 253459 – 253466, TILX 253476 and TILX 253482 – 253483 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated July 9, 2008 between Trinity Industries Leasing Company and Helm U.S. Corporation.

34. Three (3) units identified with marks TILX 201449 – 201451 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated April 1, 2008 between Trinity Industries Leasing Company and Hydrite Chemical Co.

35. One hundred thirty-five (135) units identified with marks NKCR 3681 -3815 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 17, 2008 between Trinity Industries Leasing Company and Illinois Central Railroad Company.

36. Thirty (30) units identified with marks NKCR 3501 – 3530 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated June 17, 2008 between Trinity Industries Leasing Company and Illinois Central Railroad Company.

37. Ten (10) units identified with marks TILX 56138, TILX 56142 – 56144, TILX 56146 – 56149 and TILX 56151 – 56152 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated August 30, 1993 between Trinity Industries Leasing Company and Italgram Elevator Company.

38. One hundred (100) units identified with marks TCPX 70000 – 70099 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated June 28, 2002 between Trinity Industries Leasing Company and J.R. Simplot Company.

39. Ten (10) units identified with marks TILX 400717 – 400726 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated June 28, 2002 between Trinity Industries Leasing Company and J.R. Simplot Company.

40. Twenty-five (25) units identified with marks TILX 194360 – 194384 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated December 6, 2006 between Trinity Industries Leasing Company and Kempler & Co., Inc.
41. Five (5) units identified with marks TILX 056192 – 056193 and TILX 056197 - 056199 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 8, 2008 between Trinity Industries Leasing Company and Landstar Global Logistics, Inc.
42. Seven (7) units identified with marks TILX 120036 – 120042 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated April 20, 2006 between Trinity Industries Leasing Company and Lanxess Corporation.
43. Forty-four (44) units identified with marks TILX 24001, 24004 – 24006, 24008, 24009, 24011 – 24016, 24018, 24019, 24023, 24029, 24034, 24037, 24053, 24057, 24067, 24070, 24077, 24079, 24080, 24082, 24083, 24084, 24087, 24088, 24089, 24091, and 24142 – 24152 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 28 2008 between Trinity Industries Leasing Company and Lehigh Inland Cement Ltd.
44. Twenty-three (23) units identified with marks TILX 200859 – 200881 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated March 1, 2002 between Trinity Industries Leasing Company and Marathon Petroleum Company LLC.
45. Three (3) units identified with marks TILX 200917 – 200919 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated March 1, 2002 between Trinity Industries Leasing Company and Marathon Petroleum Company LLC.
46. Seven (7) units identified with marks TILX 401201 - 401207 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated January 1, 2008 between Trinity Industries Leasing Company and Millennium Inorganic Chemicals, Inc.
47. Ten (10) units identified with marks TILX 600295 - 600304 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 1, 2008 between Trinity Industries Leasing Company and Millennium Inorganic Chemicals, Inc.
48. Four (4) units identified with marks TILX 201328 - 201331 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated March 8, 2005 between Trinity Industries Leasing Company and Nalco Company.
49. Two (2) units identified with marks TILX 253574 - 253575 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated September 1, 2004 between Trinity Industries Leasing Company and Nelson Brothers, LLC.
50. Three (3) units identified with marks TILX 253477 - 253479 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated September 1, 2004 between Trinity Industries Leasing Company and Nelson Brothers, LLC.

51. Fifteen (15) units identified with marks TILX 201424 – 201433, TILX 201435, TILX 201436, and TILX 201439 - 201441 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 12, 2008 between Trinity Industries Leasing Company and Nisseki Chemical Texas Inc.
52. Nine (9) units identified with marks TILX 261679 - 261687 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated November 22, 1991 between Trinity Industries Leasing Company and Novus International, Inc.
53. One hundred twenty-five (125) units identified with marks TILX 44096 – 44180 and TILX 44542 - 44581 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated October 10, 2007 between Trinity Industries Leasing Company and NRG Power Marketing LLC.
54. Five (5) units identified with marks TILX 30133 - 30137 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated September 25, 2006 between Trinity Industries Leasing Company and NYK Logistics.
55. One hundred (100) units identified with marks TILX 160621 - 160720 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.
56. Five (5) units identified with marks TILX 110472 - 110476 leased pursuant to Rider Twelve (12) to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.
57. Two (2) units identified with marks TILX 201264 - 201265 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 11, 2008 between Trinity Industries Leasing Company and PCC Chemax Inc..
58. Eighteen (18) units identified with marks TILX 640848 – 640862, TILX 641489, TILX 641490, and TILX 642080 leased pursuant to Rider Two hundred four (204) to that certain Railroad Car Lease Agreement dated June 19, 1984 between Trinity Industries Leasing Company and The Procter & Gamble Distributing LLC.
59. Six (6) units identified with marks RPNX 60001 – 60006 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated September 9, 2008 between Trinity Industries Leasing Company and Rhodia Inc.
60. Fifteen (15) units identified with marks TILX 261857 – 261871 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 19, 2006 between Trinity Industries Leasing Company and Richardson Oilseed Limited.
61. Eight (8) units identified with marks TILX 253720, TILX 253724, TILX 253728, TILX 253734, TILX 253736, TILX 253737, TILX 253744, and TILX 253746 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated March 6, 2006 between Trinity Industries Leasing Company and Shell Canada Products.

62. Thirty-one (31) units identified with marks TILX 262657, TILX 262661, TILX 262688, TILX 262689, TILX 262698, TILX 262700, TILX 262703, TILX 262708, TILX 262753 – 262775 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated March 6, 2006 between Trinity Industries Leasing Company and Shell Canada Products.
63. Fifteen (15) units identified with marks TILX 303410, TILX 303412 – 303417, TILX 303420 – 303421, TILX 303423 – 303425 and TILX 303427 – 303429 leased pursuant to Schedule Seventeen (17) to that certain Railroad Car Lease Agreement dated November 1, 2008 between Trinity Industries Leasing Company and Shell Chemical LP.
64. Fifty (50) units identified with marks TILX 194422 – 194471 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 29, 2007 between Trinity Industries Leasing Company and Siouxland Energy & Livestock Cooperative.
65. Seven (7) units identified with marks TILX 191385 – 191386 and TILX 191389 – 191393 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated August 19, 1993 between Trinity Industries Leasing Company and Stolt-Nielsen, Inc.
66. Fifteen (15) units identified with marks TILX 303430 – 303444 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc (R+M).
67. Fifty (50) units identified with marks TILX 56225 – 56230, TILX 56232, TILX 56236, TILX 56263 – 56267, TILX 56269 and TILX 56350 – 56385 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated August 16, 1988 between Trinity Industries Leasing Company and Tate & Lyle Ingredients Americas, Inc.
68. Three (3) units identified with marks TILX 56305 – 56307 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 16, 2008 between Trinity Industries Leasing Company and Tereftalatos Mexicanos, S.A. de C.V.
69. Fifty (50) units identified with marks TILX 303852 – 303888 and TILX 304001 – 304013 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated January 14, 2002 between Trinity Industries Leasing Company and Terra International Inc.
70. Five (5) units identified with marks TILX 262346 -262350 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 30, 2007 between Trinity Industries Leasing Company and Texmark Chemicals, Inc.
71. Seven (7) units identified with marks TILX 262972 – 262978 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 30, 2007 between Trinity Industries Leasing Company and Texmark Chemicals, Inc.
72. One (1) unit identified with the mark TILX 303409 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 2, 2008 between Trinity Industries Leasing Company and Thatcher Company.

73. Twenty (20) units identified with marks TILX 261957 – 261966 and TILX 262085 – 262094 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Transit P.M. Inc.

74. Twenty (20) units identified with marks TILX 262264 – 262283 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Transit P.M. Inc.

75. Forty (40) units identified with marks TILX 262393, TILX 262395 – 262397, TILX 262400 – 262403, TILX 262405 – 262407, TILX 262420 – 262424, TILX 262426 – 262434, TILX 262436, TILX 262439 – 262441, TILX 262444 – 262445, TILX 262447, TILX 262449 – 262452, TILX 262454 – 262455, TILX 262457 and TILX 262467 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Transit P.M. Inc.

76. Thirty (30) units identified with marks TILX 262425, TILX 262435, TILX 262437 – 262438, TILX 262442 – 262443, TILX 262446, TILX 262448, TILX 262453, TILX 262456, TILX 262458 – 262466 and TILX 262468 – 262478 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Transit P.M. Inc.

77. Thirty (30) units identified with marks TILX 600305 – 600334 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated September 24, 2007 between Trinity Industries Leasing Company and US Magnesium LLC.

78. Four (4) units identified with marks TILX 100820 – 100823 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated September 24, 2007 between Trinity Industries Leasing Company and US Magnesium LLC.

79. Two (2) units identified with marks TILX 194486 – 194487 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated October 15, 2007 between Trinity Industries Leasing Company and Veolia ES Technical Solutions, L.L.C.

80. Twenty (20) units identified with marks TILX 253439 – 253458 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated March 1, 2004 between Trinity Industries Leasing Company and Western Fuels & Asphalt Supply, Inc.

81. Five (5) units identified with marks TILX 253920 – 253924 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 30, 2008 between Trinity Industries Leasing Company and Wiley Organics, Inc. dba Organic Technologies Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

11/5/09



Robert W. Alvord